

Hearing Date and Time: August 24, 2021 at 10:00 a.m. (Eastern Time)

Response Deadline: August 2, 2021 at 4:00 p.m. (Eastern Time)

THE DEBTORS' THIRTY-FIRST OMNIBUS OBJECTION TO CLAIMS SEEKS TO RECLASSIFY CERTAIN FILED PROOFS OF CLAIM. PARTIES RECEIVING THIS NOTICE SHOULD REVIEW THE OMNIBUS OBJECTION TO DETERMINE IF THEIR NAME(S) AND/OR CLAIM(S) ARE LOCATED IN THE OMNIBUS OBJECTION AND/OR THE EXHIBIT ATTACHED THERETO TO DETERMINE WHETHER THE OMNIBUS OBJECTION AFFECTS THEIR CLAIM(S).

**IF YOU HAVE QUESTIONS, PLEASE CONTACT
DEBTORS' COUNSEL, PHIL DIDONATO, ESQ., AT (212) 310-8636.**

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11
	:
SEARS HOLDINGS CORPORATION, et al.,	: Case No. 18-23538 (RDD)
	:
Debtors.¹	: (Jointly Administered)
-----X	

**NOTICE OF HEARING ON DEBTORS' THIRTY-FIRST
OMNIBUS OBJECTION TO PROOFS OF CLAIM (RECLASSIFY SECURED CLAIMS)**

PLEASE TAKE NOTICE that, on July 16, 2021, Sears Holdings Corporation and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida

cases (collectively, the “**Debtors**”) filed the *Debtors’ Thirty-First Omnibus Objection to Proofs of Claim (Reclassify Secured Claims)* (the “**Objection**”) with the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”).

PLEASE TAKE FURTHER NOTICE that the Objection requests that the Bankruptcy Court reclassify the secured claims asserted on one or more proofs of claim (the “**Proofs of Claim**” and, the secured claims asserted thereunder, the “**Disputed Claims**”) listed on **Exhibit A** annexed hereto, on the ground(s) that, for each of the Disputed Claims, (i) no security referenced in the Proof of Claim, and no support for security interest otherwise provided; (ii) security referenced as “services performed,” without reference to liens or other applicable security interests relating to such service(s); (iii) security referenced as “goods sold,” without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods; (iv) the asserted claim was filed by customer of the Debtors without reference to applicable warranties, protection agreements, or similar agreements that may give rise to secured claim(s); (v) security referenced as “personal injury,” without further reference to any security interest securing such claim(s).

PLEASE TAKE FURTHER NOTICE that the *Court-Ordered Claims Hearing Procedures* (the “**Claims Hearing Procedures**”), annexed hereto as **Exhibit B**, shall apply and govern the Objection. The Claims Hearing Procedures provide for certain mandatory actions by claimants (each, a “**Claimant**” and collectively, the “**Claimants**”) within certain time periods. Therefore, please review the Claims Hearing Procedures carefully. Failure to comply with the Claims Hearing Procedures may result in the reclassification of a Proof of Claim without further notice to the applicable Claimant(s).

PLEASE TAKE FURTHER NOTICE that, if Claimant does NOT oppose the relief requested, then Claimant does NOT need to file a written response (the “**Response**”) to the Objection and Claimant does NOT need to appear at the Hearing (as defined herein).

PLEASE TAKE FURTHER NOTICE that, if Claimant DOES oppose the relief requested, then Claimant MUST file with the Bankruptcy Court and serve on the parties listed below a Response to the Objection, so as to be filed and received by no later than **August 2, 2021, at 4:00 p.m. (Prevailing Eastern Time)** (the “**Response Deadline**”).

PLEASE TAKE FURTHER NOTICE that Response(s) to the Objection, if any, must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, and shall be filed with the Bankruptcy Court (i) by attorneys practicing in the Bankruptcy Court, including attorneys admitted *pro hac vice*, electronically in accordance with General Order M-399 (which can be found at

Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019.

www.nysb.uscourts.gov), and (ii) by all other parties-in-interest, on a CD-ROM, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and shall be served in accordance with the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) (the “**Amended Case Management Order**”), so as to be filed with the Bankruptcy Court and received by the parties listed below by or before the Response Deadline.

PLEASE TAKE FURTHER NOTICE that Response(s) to the Objection, if any, must contain, at a minimum, the following: (i) a caption setting forth the name of the Bankruptcy Court, the names of the Debtors, the case number and the title of the Objection to which the Response is directed; (ii) the name of the Claimant and description of the basis for the amount of the Proof of Claim; (iii) a concise statement setting forth the reasons why the Disputed Claim should not be reclassified for the reasons set forth in the Objection, including, but not limited to, the specific factual and legal bases upon which Claimant will rely in opposing the Objection; (iv) all documentation or other evidence of the Proof of Claim, to the extent not included with the Proof of Claim previously filed with the Bankruptcy Court, upon which Claimant will rely in opposing the Objection; (v) the address(es) to which the Debtors must return any reply to Claimant’s Response, if different from that presented in the applicable Proof of Claim; and (vi) the name, address, and telephone number of the person (which may be Claimant or Claimant’s designated legal representative) possessing ultimate authority to reconcile, settle, or otherwise resolve the Proof of Claim on Claimant’s behalf.

PLEASE TAKE FURTHER NOTICE that the Bankruptcy Court will consider a Response only if the Response is timely filed, served, and received in accordance with the Amended Case Management Order and the procedures set forth herein. A Response will be deemed timely filed, served, and received only if the original Response is actually received on or before the Response Deadline by (i) the chambers of the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601; (ii) Weil, Gotshal, & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Ray C. Schrock, Esq., Jacqueline Marcus, Esq., Garrett A. Fail, Esq., and Sunny Singh, Esq.), attorneys for the Debtors; and (iii) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036 (Attn: Philip C. Dublin, Esq., Ira Dizengoff, Esq., and Sara Lynne Brauner, Esq.), attorneys for the Official Committee of Unsecured Creditors appointed in these cases.

PLEASE TAKE FURTHER NOTICE that, except as otherwise permitted under the Claims Hearing Procedures, a hearing to consider the Objection will be held before the Honorable Robert D. Drain, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601, on **August 24, 2021 at 10:00 a.m. (Prevailing Eastern Time)** (the “**Hearing**”). If Claimant files a Response to the Objection, Claimant should plan to appear at the Hearing. The Debtors, however, reserve the right to continue the Hearing on the Objection with respect to the Proof(s) of Claim that are the subject of such Response. If the Debtors do continue the Hearing with respect to such Proof(s) of Claim, then the Hearing on the Objection with respect to such Proof(s) of Claim will be held at a later date. If the Debtors do not continue the Hearing with respect to such Proof(s) of Claim, then a Hearing on the Objection will be conducted on the above date.

PLEASE TAKE FURTHER NOTICE that if Claimant does not timely file and serve a Response to the Objection with respect to the Claims listed on **Exhibit A** hereto, the Debtors may, on or after the Response Deadline, submit to the Bankruptcy Court an order substantially in the form of the proposed order annexed as **Exhibit B** to the Objection, which order may be entered without further notice or opportunity to be heard.

PLEASE TAKE FURTHER NOTICE that, if the Bankruptcy Court does NOT disallow and expunge the Proof(s) of Claim listed on **Exhibit A**, the Debtors retain the right to object on other grounds to the Proof(s) of Claim (or to any other Proof(s) of Claim Claimant may have filed) at a later date. Claimant will receive a separate notice of any such objection(s).

PLEASE TAKE FURTHER NOTICE that Claimant may participate in the Hearing telephonically, provided Claimant complies with the Bankruptcy Court's instructions (including, without limitation, providing prior written notice to counsel for the Debtors and any statutory committee), which can be found on the Bankruptcy Court's website at www.nysb.uscourts.gov.

PLEASE TAKE FURTHER NOTICE that, if any Claimant wishes to view the complete Objection, such Claimant can do so for free at <https://restructuring.primeclerk.com/sears>. **Claimants should not contact the Clerk of the Bankruptcy Court to discuss the merits of their Proof(s) of Claim.**

Dated: July 16, 2021
New York, New York

/s/ Garrett A. Fail

Ray C. Schrock, P.C.

Jacqueline Marcus

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Attorneys for Debtors

and Debtors in Possession

Exhibit A

Disputed Claims

**Debtors' Thirty-First Omnibus Objection to Claims
Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Reclassified*			
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Reason for Proposed Reclassification
1.	ALAMENE, HERMON	13624	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
2.	AMERICAN PRIDE MECHANICAL INC	12336	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
3.	AMMONS, ERMA	22328	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
4.	Arris, Lataarchau	9051	The asserted claim was filed by customer of the Debtors without reference to applicable warranties, protection agreements, or similar agreements that may give rise to secured claim(s)
5.	Asselin, Kenneth	21167	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
6.	AUTRY, WALLACE DALTON	23087	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
7.	BAKER, ANITA	9646	Security referenced as "services performed," without reference to liens or other applicable security interests relating to such service(s)
8.	Baldwin, Raymond L	25615	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
9.	BASS, HERBERT	9539	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)
10.	BEDWELL, BRYAN	11413	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
11.	Bedwell, Melissa	10748	The asserted claim was filed by customer of the Debtors without reference to applicable warranties, protection agreements, or similar agreements that may give rise to secured claim(s)
12.	BELL, JAMES	11116	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
13.	BELLISSIMO, VINCENT	22790	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
14.	BENN, JENNIFER L	11344	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
15.	BOOKHART, SYLVIA	18132	The asserted claim was filed by customer of the Debtors without reference to applicable warranties, protection agreements, or similar agreements that may give rise to secured claim(s)
16.	Bradford L. Murphy Traditional IRA	9788	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
17.	Braintree Electric Light Department	12085	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
18.	Browning, Ronald K.	9092	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
19.	Byrd, Geraldine	21059	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
20.	BYRD, GERALDINE	23051	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
21.	Calonder, Sagrario	23581	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
22.	Campbell, Ralph B.	22258	No security referenced in the Proof of Claim, and no support for security interest otherwise provided

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Thirty-First Omnibus Objection to Claims
Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Reclassified*			
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Reason for Proposed Reclassification
23.	CASTRO, EVELYN	19784	The asserted claim was filed by customer of the Debtors without reference to applicable warranties, protection agreements, or similar agreements that may give rise to secured claim(s)
24.	Chhuon, Vandy K.	8852	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
25.	Chugach Electric Association, Inc.	6523	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
26.	City of Elyria - Elyria Public Utilities	14697	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
27.	CLEMENDORE, JENNIFER	14037	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
28.	COLE, JACQUELINE	18593	The asserted claim was filed by customer of the Debtors without reference to applicable warranties, protection agreements, or similar agreements that may give rise to secured claim(s)
29.	COLON, REYNA	18874	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
30.	Comercializadora De Calzado El Maraton S.A De C.V.	5770	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
31.	CONTEC MEDICAL SYSTEMS USA INC	7018	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
32.	Copart Inc.	26397	Security referenced as "services performed," without reference to liens or other applicable security interests relating to such service(s)
33.	Correa, Ma Delaluz	19308	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
34.	Dagnachew, Yeayneabeba	19491	Security referenced as "services performed," without reference to liens or other applicable security interests relating to such service(s)
35.	Daugherty, Jack A	25330	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
36.	Davis, Juanita	24517	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
37.	Davis, Ronald and Pamela	13419	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
38.	De Jesus, Norma	18708	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)
39.	DEAL, ROBERT LEROY	24473	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
40.	DIERNA, DOLFINA	19334	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
41.	Dixon, Dee	16032	Security referenced as "services performed," without reference to liens or other applicable security interests relating to such service(s)
42.	DOLEZAL, FRANKLIN JAMES	25180	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
43.	Dora Brown wife of Donald E. Brown	23127	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
44.	DRAKE, ELARGE	10850	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Thirty-First Omnibus Objection to Claims
Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Reclassified*			
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Reason for Proposed Reclassification
45.	DRELICK, JUDITH A.	24829	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
46.	Dumas, Patricia	14028	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)
47.	Durkin, Mary Anne	22878	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
48.	E & M CHAINSAW SALES AND SERVICE	10465	Security referenced as "services performed," without reference to liens or other applicable security interests relating to such service(s)
49.	Edmondson, John E.	23986	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
50.	Elqishawi, Abeer	20045	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
51.	EXTERIORS BY DESIGN, INC. DBA CALIFORNIA COMMERCIAL ROOFING SYSTEMS	9832	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
52.	Fago, Stella	24814	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
53.	FENSTER, BONNIE	18783	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
54.	Fenster, Bonnie	16120	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
55.	Finley, Linzie	25176	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
56.	Flores Quinonez, Luz	18705	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)
57.	Florida Keys Electric Coop Assoc Inc	5835	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
58.	Franks, Irene	19398	Security referenced as "services performed," without reference to liens or other applicable security interests relating to such service(s)
59.	Garland, Kathryn J.	23061	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
60.	GARRISON, SUZANNE	14836	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
61.	GELB, RONALD	22350	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
62.	Gerth, Arthur E.	24053	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
63.	GODBOLD, JOHNNIE L	15034	Security referenced as "services performed," without reference to liens or other applicable security interests relating to such service(s)
64.	GOINES, LESHON	19467	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
65.	GOLUCK, LOUIS	21110	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
66.	GRACY, LIGHTFORD	11311	The asserted claim was filed by customer of the Debtors without reference to applicable warranties, protection agreements, or similar agreements that may give rise to secured claim(s)

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Thirty-First Omnibus Objection to Claims
Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Reclassified*			
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Reason for Proposed Reclassification
67.	GRAHAM, RAYMOND	12609	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
68.	GREEN DOT CORPORATION	18395	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
69.	GROSS, GERALDINE	14035	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
70.	Gurleroglu, Mustafa	10226	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
71.	GUTHRIE, MOLLIE D	19651	Security referenced as "services performed," without reference to liens or other applicable security interests relating to such service(s)
72.	Hain Capital Investors Master Fund, Ltd as Transferee of Reunited, LLC	7909	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
73.	HALEY, RUTHIE	16977	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
74.	HALL, ROBERT C	24314	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
75.	HAMMOND, BETTY	16970	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
76.	Harling, Brelan J.	14508	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
77.	Harris, Eddie D.	23065	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
78.	Hawkins, Leon J	24433	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
79.	Herbert, Latonya	16369	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
80.	Higgins, William W.	26181	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
81.	Hofmann, Jr., Adolf H.	21206	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
82.	HOLLEY, JR., CHARLES E.	21598	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
83.	Iberia Foods Duns#392498	5177	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
84.	Johnson County Treasurer	20062	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
85.	JOHNSON, JEAN	18837	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
86.	Johnson, Martha Nell	23848	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
87.	JONES, LAFAYE	18875	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
88.	Jordan, Jr., Kent Edward	20388	No security referenced in the Proof of Claim, and no support for security interest otherwise provided

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Thirty-First Omnibus Objection to Claims
Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Reclassified*			
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Reason for Proposed Reclassification
89.	Jurzec, Joseph	12498	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)
90.	Kevin W Fuller	10003	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
91.	King, Amos E	9435	Security referenced as "services performed," without reference to liens or other applicable security interests relating to such service(s)
92.	Kingdom Seekers Inc.	26367	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)
93.	KYLE, VERNOLA	14957	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)
94.	Lanier, Patricia Ann Sholar	22525	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
95.	LEACH, DARLENE	11946	The asserted claim was filed by customer of the Debtors without reference to applicable warranties, protection agreements, or similar agreements that may give rise to secured claim(s)
96.	Liberty Mutual Claim #038459860	11877	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)
97.	LINDBLOOM, JENNIFER	11895	Security referenced as "services performed," without reference to liens or other applicable security interests relating to such service(s)
98.	LINDE, LUANNE	20261	The asserted claim was filed by customer of the Debtors without reference to applicable warranties, protection agreements, or similar agreements that may give rise to secured claim(s)
99.	Long, Shirley F	8780	The asserted claim was filed by customer of the Debtors without reference to applicable warranties, protection agreements, or similar agreements that may give rise to secured claim(s)
100.	Love, Tyrone	15951	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
101.	LOY, SUSAN	13207	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
102.	Lynch, Sabrina	16116	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
103.	MACHADO, RICARDO	18797	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
104.	MAIN, VERLA	25524	Security referenced as "services performed," without reference to liens or other applicable security interests relating to such service(s)
105.	Mantle, Christina Lin	18564	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
106.	MARY GORE	19367	The asserted claim was filed by customer of the Debtors without reference to applicable warranties, protection agreements, or similar agreements that may give rise to secured claim(s)
107.	Massy, Margaret	21028	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
108.	MENDOZA, DANIEL	12670	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
109.	Minor, Artemis	16403	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
110.	Mitchell, William L.	25895	No security referenced in the Proof of Claim, and no support for security interest otherwise provided

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Thirty-First Omnibus Objection to Claims
Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Reclassified*			
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Reason for Proposed Reclassification
111.	Molson-Jackson, June	11379	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
112.	MONSEGUE, JEMMA	19453	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
113.	Montalvo, Maria Elena	10801	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
114.	Moon, Frances G.	25308	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
115.	NABOZNY, WALTER V	21794	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
116.	NDAMUKONG, RHODA P	18965	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
117.	NEAL, KENYAL	19679	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
118.	NEISZ, JAMES	11940	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
119.	Noga, Gwain John	18546	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
120.	Nowakowski, Helen M.	22789	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
121.	Patel, Parimal	19959	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
122.	PAYUMO, MARLON	14030	Security referenced as "services performed," without reference to liens or other applicable security interests relating to such service(s)
123.	PERRY, SANDRA	17622	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
124.	Plump Engineering, Inc.	4760	Security referenced as "services performed," without reference to liens or other applicable security interests relating to such service(s)
125.	POWELL, JOYCE K.V	15391	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)
126.	Quinn, Joseph	16620	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)
127.	RAIN OF LAS VEGAS	12484	The asserted claim was filed by customer of the Debtors without reference to applicable warranties, protection agreements, or similar agreements that may give rise to secured claim(s)
128.	Ratz, Mary Caroline	22720	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
129.	RICHARDSON, BERNICE A	22799	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
130.	RIVERS, STANLEY	18801	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
131.	ROBERTSON, CLEVE	12191	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
132.	Rodriguez Cruz, Anibal	18713	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Thirty-First Omnibus Objection to Claims
Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Reclassified*			
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Reason for Proposed Reclassification
133.	Roman, Edith	9156	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)
134.	ROMIOUS, DWAYNE	14230	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
135.	Safety-Kleen/Clean Harbors	4488	Security referenced as "services performed," without reference to liens or other applicable security interests relating to such service(s)
136.	Sanchez, Rafael	15699	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)
137.	Sanchez, Ronnie R.	2444	The asserted claim was filed by customer of the Debtors without reference to applicable warranties, protection agreements, or similar agreements that may give rise to secured claim(s)
138.	SANITARY TRASHMOVAL SERVICES INC	6100	Security referenced as "services performed," without reference to liens or other applicable security interests relating to such service(s)
139.	Santiago, Luciano Pagan	23073	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
140.	Santos, Maria Lusia	20423	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
141.	SCALES, JAMES	13814	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
142.	Scheidell, Richard Lee	21009	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
143.	Schultheis, Brett	15866	The asserted claim was filed by customer of the Debtors without reference to applicable warranties, protection agreements, or similar agreements that may give rise to secured claim(s)
144.	Schweikert, Emil P	23070	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
145.	Sears Corporation	25868	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
146.	Select Jewelry Inc	12024	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
147.	Shittabey, Rafat	10601	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
148.	Sierra-Santos, Jamie	18013	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)
149.	SMITH, ANTOINETTE	18938	The asserted claim was filed by customer of the Debtors without reference to applicable warranties, protection agreements, or similar agreements that may give rise to secured claim(s)
150.	SMITH, MAMIE	19449	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
151.	SMYTHE, JEANETTA	10833	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
152.	SOLOMON, ARTHUR R.	26413	The asserted claim was filed by customer of the Debtors without reference to applicable warranties, protection agreements, or similar agreements that may give rise to secured claim(s)
153.	Sooy, Richard	10755	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
154.	Standish, Joann	19020	No security referenced in the Proof of Claim, and no support for security interest otherwise provided

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Thirty-First Omnibus Objection to Claims
Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Reclassified*			
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Reason for Proposed Reclassification
155.	Stein, Kaylee Lynn	26411	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
156.	STEWART, LORI	10198	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
157.	Stubbs, Mary	11967	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
158.	Talbert, Donna	11325	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
159.	The Townsley Law Firm	7432	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)
160.	Tootell-Quevedo, Christien	4345	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
161.	Toro Rodriguez, Emily	18337	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)
162.	Transportation Commodities Inc	5285	Security referenced as "services performed," without reference to liens or other applicable security interests relating to such service(s)
163.	TRAVIS, ANITA G	17803	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
164.	U.S. Bank Equipment Finance	20527	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
165.	Vazquez Murillo, Maricela	18775	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
166.	Ventura, Bernadine	11686	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
167.	VLADO, ERICA	10695	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
168.	Waterford Twp Dept Of Public Works	6773	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
169.	WEHRS, ROBERT	20883	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
170.	WILBANKS, LASONIA	11036	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
171.	Wilson, Tommy	6132	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
172.	WOODARD, CEDRIC	19233	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
173.	Woods, Wesley	9079	No security referenced in the Proof of Claim, and no support for security interest otherwise provided

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

Exhibit B

Claims Hearing Procedures

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----	X	
In re	:	Chapter 11
	:	
SEARS HOLDINGS CORPORATION, et al.,	:	Case No. 18-23538 (RDD)
	:	
Debtors.¹	:	(Jointly Administered)
-----	X	

COURT-ORDERED CLAIMS HEARING PROCEDURES

The claims hearing procedures (the “**Claims Hearing Procedures**”) described herein have been ordered by the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) to apply to the Chapter 11 cases of the Sears Holdings Corporation and its affiliated debtors (collectively, the “**Debtors**”).

Claims Hearing Procedures

1. Pursuant to the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) (the “**Amended Case Management Order**”), the Bankruptcy Court established periodic omnibus hearings (the “**Omnibus Hearings**”) in these Chapter 11 cases. The Debtors shall schedule the return date for claims objections, omnibus or otherwise, for hearing at Omnibus Hearings or other hearings the Debtors may schedule with the Bankruptcy Court.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019.

2. The Bankruptcy Court may enter an order at the scheduled hearing sustaining an objection to proofs of claim (each, a “**Proof of Claim**”) with respect to which no response (a “**Response**”)² is properly filed and served.
3. The hearing to consider an objection to Proofs of Claim as to which a Response is properly filed and served (each, a “**Contested Claim**”) shall be set for a contested hearing (each, a “**Claims Hearing**”) to be scheduled by the Debtors, in their sole discretion, as set forth herein. The Debtors may request that the Bankruptcy Court schedule Claims Hearings on the date and/or time of the Omnibus Hearings or at another date and time.
4. The Debtors shall schedule a Claims Hearing for a Contested Claim as follows:
 - (i) For a non-evidentiary hearing to address whether the Contested Claim has failed to state a claim against the Debtors which can be allowed and should be dismissed pursuant to Bankruptcy Rule 7012 (a “**Sufficiency Hearing**”), unless the Debtors serve the applicable claimant (the “**Claimant**”) with a Notice of Merits Hearing (as defined herein), the Sufficiency Hearing shall go forward at the return date set in accordance with paragraph 1 of these Claims Hearing Procedures. The legal standard of review that will be applied by the Bankruptcy Court at a Sufficiency Hearing will be equivalent to the standard applied by the Bankruptcy Court upon a motion to dismiss for failure to state a claim upon which relief can be granted.
 - (ii) For an evidentiary hearing on the merits of a Contested Claim (a “**Merits Hearing**”), the Debtors may, in their sole discretion, serve upon the relevant Claimant, by email or overnight delivery, with a copy to the Creditors’ Committee, and file with the Bankruptcy Court, a notice substantially in the form attached to the *Order Approving (I) Claims Objection Procedures, (II) Claims Settlement Procedures, and (III) Claims Hearing Procedures* (ECF No. 3014) as **Exhibit 2** (a “**Notice of Merits Hearing**”), at least thirty (30) calendar days prior to the date of such Merits Hearing. The rules and procedures applicable to such Merits Hearing will be set forth in any scheduling order issued by the Bankruptcy Court in connection therewith.
5. Discovery with respect to a Contested Claim will not be permitted until either: (i) the Bankruptcy Court has held a Sufficiency Hearing and determined that the Contested Claim states a claim that could be allowed and should not be dismissed pursuant to Bankruptcy Rule 7012; or (ii) the Debtors have served on the relevant Claimant a Notice of Merits Hearing with respect to the Contested Claim.
6. The Debtors may file and serve a reply (a “**Reply**”) to a Response no later than 4:00 p.m. (Prevailing Eastern Time) on the day that is at least two (2) business days prior to the date of the applicable hearing.
7. The Debtors, in their sole discretion, are authorized to further adjourn a hearing scheduled in accordance herewith at any time by providing notice to the Bankruptcy Court and the Claimant.

² Any information submitted in connection with a Proof of Claim shall be part of the record with respect to the relevant Claim, and any such information already submitted need not be resubmitted in connection with the Claims Hearing Procedures.

8. **Sanctions.** The Bankruptcy Court will consider appropriate sanctions, including allowance or disallowance of the Contested Claim, if either party does not follow the Claims Hearing Procedures.

BY ORDER OF THE BANKRUPTCY COURT

Hearing Date and Time: August 24, 2021 at 10:00 a.m. (Eastern Time)

Response Deadline: August 2, 2021 at 4:00 p.m. (Eastern Time)

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Sunny Singh

*Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11
	:
SEARS HOLDINGS CORPORATION, et al.,	: Case No. 18-23538 (RDD)
	:
Debtors.¹	: (Jointly Administered)
-----X	

**DEBTORS' THIRTY-FIRST OMNIBUS OBJECTION
TO PROOFS OF CLAIM (RECLASSIFY SECURED CLAIMS)**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019.

THE DEBTORS' THIRTY-FIRST OMNIBUS OBJECTION TO CLAIMS SEEKS TO RECLASSIFY CERTAIN FILED PROOFS OF CLAIM. PARTIES SHOULD REVIEW THE OMNIBUS OBJECTION TO DETERMINE IF THEIR NAME(S) AND/OR CLAIM(S) ARE LOCATED IN THE OMNIBUS OBJECTION AND/OR THE EXHIBIT ATTACHED HERETO TO DETERMINE WHETHER THE OMNIBUS OBJECTION AFFECTS THEIR CLAIM(S).

**IF YOU HAVE QUESTIONS, PLEASE CONTACT DEBTORS' COUNSEL,
PHIL DIDONATO, ESQ., AT (212) 310-8636.**

TO THE HONORABLE ROBERT D. DRAIN,
UNITED STATES BANKRUPTCY JUDGE:

Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), respectfully represent as follows in support of this omnibus objection (the “**Objection**”):

Background

1. Beginning on October 15, 2018 (the “**Commencement Date**”) and continuing thereafter, each of the Debtors commenced with the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors are authorized to continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On October 24, 2018, the United States Trustee for Region 2 appointed an official committee of unsecured creditors (the “**Creditors' Committee**”). No trustee or examiner has been appointed in these chapter 11 cases.

3. The Debtors' chapter 11 cases are being jointly administered for procedural purposes only pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

4. On February 8, 2019, the Bankruptcy Court entered the *Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts, and Leases in Connection Therewith and (IV) Granting Related Relief* (ECF No. 2507) (the “**Sale Order**”), pursuant to which the Debtors sold substantially all their assets to Transform HoldCo LLC (“**Transform**”).

5. On October 15, 2019, the Court confirmed the *Modified Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors* (ECF No. 5370).

6. Additional information regarding the Debtors' business, capital structure, and the circumstances leading to the commencement of these chapter 11 cases is set forth in the *Disclosure Statement for Second Amended joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors* (the “**Disclosure Statement**”) (ECF No. 4390).²

Jurisdiction

7. This Bankruptcy Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

8. The Debtors file this Objection pursuant to section 502 of the Bankruptcy Code and Bankruptcy Rule 3007, seeking entry of an order reclassifying the asserted secured claim associated with the Proofs of Claim listed on **Exhibit A** annexed hereto (collectively, the “**Disputed Claims**”) to general unsecured claims.

² Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Disclosure Statement.

9. The Debtors have examined each Disputed Claim, all documentation provided with respect to each Disputed Claim, and the Debtors' respective books and records, and have determined in each case the Disputed Claim asserts a secured claim against the Debtors that should be reclassified in its entirety in accordance with the Bankruptcy Code. The Disputed Claims should be reclassified to general unsecured claims in accordance with **Exhibit A** on one or more of the following bases: (i) no security referenced in the Proof of Claim, and no support for security interest otherwise provided; (ii) security referenced as "services performed," without reference to liens or other applicable security interests relating to such service(s); (iii) security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods; (iv) the asserted claim was filed by customer of the Debtors without reference to applicable warranties, protection agreements, or similar agreements that may give rise to secured claim(s); (v) security referenced as "personal injury," without further reference to any security interest securing such claim(s).

10. The Debtors, therefore, request that the Disputed Claims be reclassified to general unsecured claims as set forth on **Exhibit A**. A proposed form of order granting the relief requested herein is annexed hereto as **Exhibit B** (the "**Proposed Order**").

The Disputed Claims Should Be Reclassified

11. A filed proof of claim is "deemed allowed, unless a party in interest . . . objects." 11 U.S.C. § 502(a). Upon an objection, the claimant has the burden to demonstrate the validity of the claim. *See Rozier v. Rescap Borrower Claims Tr. (In re Residential Capital, LLC)*, 15 Civ. 3248, 2016 WL 796860, at *9 (S.D.N.Y. 2016); *In re Arcapita Bank B.S.C.(c)*, No. 12–11076 (SHL), 2013 WL 6141616, at *1 (Bankr. S.D.N.Y. Nov. 21, 2013), *aff'd sub nom. In re Arcapita Bank B.S.C.(c)*, 508 B.R. 814, 817 (S.D.N.Y. 2014); *In re Motors Liquidation Co.*, No. 09-50026, 2012 WL 1886755, at *3 (S.D.N.Y. May 12, 2012); *In re Oneida, Ltd.*, 400 B.R. 384,

389 (Bankr. S.D.N.Y. 2009), *aff'd*, No. 09 Civ. 2229 (DC), 2010 WL 234827, at *5 (S.D.N.Y. Jan. 22, 2010); *In re Adelphia Commc'ns Corp.*, Ch. 11 Case No. 02-41729, 2007 Bankr. LEXIS 660, at *15 (Bankr. S.D.N.Y. Feb. 20, 2007); *In re Rockefeller Ctr. Props.*, 272 B.R. 524, 539 (Bankr. S.D.N.Y. 2000).

12. Section 502(b)(1) of the Bankruptcy Code provides, in relevant part, that a claim may not be allowed to the extent that “such claim is unenforceable against the debtor and property of the debtor, under any agreement or applicable law.” 11 U.S.C. § 502(b)(1). Further, Bankruptcy Rule 3007(d) permits a debtor to file objections to more than one claim on the basis that, among other things, such claims “have been amended by subsequently filed proofs of claim.” Fed. R. Bankr. P. 3007(d)(3).

13. In addition, “[i]f a proof of claim is not supported by the requisite documentation, it is not presumed to be *prima facie* valid.” *In re Aiolova*, 2013 WL 5818893 (Bankr. S.D.N.Y. Oct. 29, 2013); *In re Drexel Burnham Lambert Grp. Inc.*, 134 B.R. 482, 489 (Bankr. S.D.N.Y. 1991) (“The burden of establishing entitlement to priority rests with the claimant and should only be granted under extraordinary circumstances, to wit, when the parties seeking priority have sustained their burden of demonstrating that their services are actual and necessary to preserve the estate.”) (quotation omitted).

14. As set forth above, each of the Disputed Claims improperly assert that the Disputed Claim is secured by property of the Debtors’ estates. If a creditor cannot demonstrate that its claim is secured by a lien or other security interest in the property of the debtor’s estate, it must follow that such claim is unsecured. *See, e.g., In re Dairy Mart Convenience Stores, Inc.*, 351 F.3d 86, 91 (2d Cir. 2003) (finding that a creditor that is a beneficiary of a letter of credit is only an unsecured creditor vis-à-vis the bankruptcy estate without a direct security interest); *In re WorldCom, Inc.*, 362 B.R. 96, 120 (Bankr. S.D.N.Y. 2007) (reclassifying a purportedly secured

claim as unsecured because it was based on a lapsed lien). Such claims are routinely reclassified when the Disputed Claim is not secured by a valid and properly perfected lien. *See In re Tops Holding II Corp.*, Case No. 18-22279 (RDD) (Bankr. SDNY, Jun. 26, 2019) (ECF No. 935) (reducing/reclassifying claims to the extent not secured by a proper lien on property in which the estate has an interest); *In re Runway Liquidation Holdings, LLC*, Case No. 17-10466 (SCC) (Bankr. SDNY, May 16, 2018) (ECF No. 901) (same); *In re Cenveo, Inc.*, Case No. 18-22178 (RDD) (Bankr. SDNY, Jan. 18, 2019) (ECF No. 919) (same); *In re Aralez Pharmaceuticals US Inc.*, Case No. 18-12425 (MG) (Bankr. SDNY, Mar. 21, 2019) (ECF No. 590) (same).

Reservation of Rights

15. The Debtors hereby reserve the right to object in the future to any of the Disputed Claim subject to this Objection on any ground, and to amend, modify, and/or supplement this Objection to the extent an objection to a claim is not granted. A separate notice and hearing will be scheduled for any such objection.

Notice

16. Notice of this Objection has been provided in accordance with the procedures set forth in the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) (the “**Amended Case Management Order**”). The Debtors respectfully submit that no further notice is required.

17. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

WHEREFORE the Debtors respectfully request entry of the Proposed Order granting the relief requested herein and such other and further relief as is just.

Dated: July 16, 2021
New York, New York

/s/ Garrett A. Fail

Ray C. Schrock, P.C.

Jacqueline Marcus

Garrett A. Fail

Sunny Singh

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Attorneys for Debtors

and Debtors in Possession

Exhibit A

Disputed Claims

**Debtors' Thirty-First Omnibus Objection to Claims
Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Reclassified*			
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Reason for Proposed Reclassification
1.	ALAMENE, HERMON	13624	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
2.	AMERICAN PRIDE MECHANICAL INC	12336	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
3.	AMMONS, ERMA	22328	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
4.	Arris, Lataarchau	9051	The asserted claim was filed by customer of the Debtors without reference to applicable warranties, protection agreements, or similar agreements that may give rise to secured claim(s)
5.	Asselin, Kenneth	21167	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
6.	AUTRY, WALLACE DALTON	23087	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
7.	BAKER, ANITA	9646	Security referenced as "services performed," without reference to liens or other applicable security interests relating to such service(s)
8.	Baldwin, Raymond L	25615	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
9.	BASS, HERBERT	9539	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)
10.	BEDWELL, BRYAN	11413	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
11.	Bedwell, Melissa	10748	The asserted claim was filed by customer of the Debtors without reference to applicable warranties, protection agreements, or similar agreements that may give rise to secured claim(s)
12.	BELL, JAMES	11116	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
13.	BELLISSIMO, VINCENT	22790	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
14.	BENN, JENNIFER L	11344	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
15.	BOOKHART, SYLVIA	18132	The asserted claim was filed by customer of the Debtors without reference to applicable warranties, protection agreements, or similar agreements that may give rise to secured claim(s)
16.	Bradford L. Murphy Traditional IRA	9788	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
17.	Braintree Electric Light Department	12085	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
18.	Browning, Ronald K.	9092	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
19.	Byrd, Geraldine	21059	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
20.	BYRD, GERALDINE	23051	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
21.	Calonder, Sagrario	23581	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
22.	Campbell, Ralph B.	22258	No security referenced in the Proof of Claim, and no support for security interest otherwise provided

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**Debtors' Thirty-First Omnibus Objection to Claims
Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Reclassified*			
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Reason for Proposed Reclassification
23.	CASTRO, EVELYN	19784	The asserted claim was filed by customer of the Debtors without reference to applicable warranties, protection agreements, or similar agreements that may give rise to secured claim(s)
24.	Chhuon, Vandy K.	8852	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
25.	Chugach Electric Association, Inc.	6523	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
26.	City of Elyria - Elyria Public Utilities	14697	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
27.	CLEMENDORE, JENNIFER	14037	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
28.	COLE, JACQUELINE	18593	The asserted claim was filed by customer of the Debtors without reference to applicable warranties, protection agreements, or similar agreements that may give rise to secured claim(s)
29.	COLON, REYNA	18874	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
30.	Comercializadora De Calzado El Maraton S.A De C.V.	5770	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
31.	CONTEC MEDICAL SYSTEMS USA INC	7018	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
32.	Copart Inc.	26397	Security referenced as "services performed," without reference to liens or other applicable security interests relating to such service(s)
33.	Correa, Ma Delaluz	19308	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
34.	Dagnachew, Yeayneabeba	19491	Security referenced as "services performed," without reference to liens or other applicable security interests relating to such service(s)
35.	Daugherty, Jack A	25330	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
36.	Davis, Juanita	24517	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
37.	Davis, Ronald and Pamela	13419	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
38.	De Jesus, Norma	18708	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)
39.	DEAL, ROBERT LEROY	24473	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
40.	DIERNA, DOLFINA	19334	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
41.	Dixon, Dee	16032	Security referenced as "services performed," without reference to liens or other applicable security interests relating to such service(s)
42.	DOLEZAL, FRANKLIN JAMES	25180	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
43.	Dora Brown wife of Donald E. Brown	23127	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
44.	DRAKE, ELARGE	10850	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)

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**Debtors' Thirty-First Omnibus Objection to Claims
Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Reclassified*			
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Reason for Proposed Reclassification
45.	DRELICK, JUDITH A.	24829	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
46.	Dumas, Patricia	14028	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)
47.	Durkin, Mary Anne	22878	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
48.	E & M CHAINSAW SALES AND SERVICE	10465	Security referenced as "services performed," without reference to liens or other applicable security interests relating to such service(s)
49.	Edmondson, John E.	23986	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
50.	Elqishawi, Abeer	20045	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
51.	EXTERIORS BY DESIGN, INC. DBA CALIFORNIA COMMERCIAL ROOFING SYSTEMS	9832	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
52.	Fago, Stella	24814	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
53.	FENSTER, BONNIE	18783	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
54.	Fenster, Bonnie	16120	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
55.	Finley, Linzie	25176	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
56.	Flores Quinonez, Luz	18705	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)
57.	Florida Keys Electric Coop Assoc Inc	5835	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
58.	Franks, Irene	19398	Security referenced as "services performed," without reference to liens or other applicable security interests relating to such service(s)
59.	Garland, Kathryn J.	23061	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
60.	GARRISON, SUZANNE	14836	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
61.	GELB, RONALD	22350	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
62.	Gerth, Arthur E.	24053	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
63.	GODBOLD, JOHNNIE L	15034	Security referenced as "services performed," without reference to liens or other applicable security interests relating to such service(s)
64.	GOINES, LESHON	19467	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
65.	GOLUCK, LOUIS	21110	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
66.	GRACY, LIGHTFORD	11311	The asserted claim was filed by customer of the Debtors without reference to applicable warranties, protection agreements, or similar agreements that may give rise to secured claim(s)

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Thirty-First Omnibus Objection to Claims
Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Reclassified*			
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Reason for Proposed Reclassification
67.	GRAHAM, RAYMOND	12609	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
68.	GREEN DOT CORPORATION	18395	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
69.	GROSS, GERALDINE	14035	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
70.	Gurleroglu, Mustafa	10226	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
71.	GUTHRIE, MOLLIE D	19651	Security referenced as "services performed," without reference to liens or other applicable security interests relating to such service(s)
72.	Hain Capital Investors Master Fund, Ltd as Transferee of Reunited, LLC	7909	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
73.	HALEY, RUTHIE	16977	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
74.	HALL, ROBERT C	24314	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
75.	HAMMOND, BETTY	16970	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
76.	Harling, Brelan J.	14508	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
77.	Harris, Eddie D.	23065	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
78.	Hawkins, Leon J	24433	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
79.	Herbert, Latonya	16369	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
80.	Higgins, William W.	26181	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
81.	Hofmann, Jr., Adolf H.	21206	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
82.	HOLLEY, JR., CHARLES E.	21598	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
83.	Iberia Foods Duns#392498	5177	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
84.	Johnson County Treasurer	20062	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
85.	JOHNSON, JEAN	18837	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
86.	Johnson, Martha Nell	23848	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
87.	JONES, LAFAYE	18875	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
88.	Jordan, Jr., Kent Edward	20388	No security referenced in the Proof of Claim, and no support for security interest otherwise provided

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Thirty-First Omnibus Objection to Claims
Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Reclassified*			
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Reason for Proposed Reclassification
89.	Jurzec, Joseph	12498	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)
90.	Kevin W Fuller	10003	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
91.	King, Amos E	9435	Security referenced as "services performed," without reference to liens or other applicable security interests relating to such service(s)
92.	Kingdom Seekers Inc.	26367	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)
93.	KYLE, VERNOLA	14957	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)
94.	Lanier, Patricia Ann Sholar	22525	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
95.	LEACH, DARLENE	11946	The asserted claim was filed by customer of the Debtors without reference to applicable warranties, protection agreements, or similar agreements that may give rise to secured claim(s)
96.	Liberty Mutual Claim #038459860	11877	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)
97.	LINDBLOOM, JENNIFER	11895	Security referenced as "services performed," without reference to liens or other applicable security interests relating to such service(s)
98.	LINDE, LUANNE	20261	The asserted claim was filed by customer of the Debtors without reference to applicable warranties, protection agreements, or similar agreements that may give rise to secured claim(s)
99.	Long, Shirley F	8780	The asserted claim was filed by customer of the Debtors without reference to applicable warranties, protection agreements, or similar agreements that may give rise to secured claim(s)
100.	Love, Tyrone	15951	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
101.	LOY, SUSAN	13207	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
102.	Lynch, Sabrina	16116	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
103.	MACHADO, RICARDO	18797	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
104.	MAIN, VERLA	25524	Security referenced as "services performed," without reference to liens or other applicable security interests relating to such service(s)
105.	Mantle, Christina Lin	18564	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
106.	MARY GORE	19367	The asserted claim was filed by customer of the Debtors without reference to applicable warranties, protection agreements, or similar agreements that may give rise to secured claim(s)
107.	Massy, Margaret	21028	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
108.	MENDOZA, DANIEL	12670	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
109.	Minor, Artemis	16403	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
110.	Mitchell, William L.	25895	No security referenced in the Proof of Claim, and no support for security interest otherwise provided

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**Debtors' Thirty-First Omnibus Objection to Claims
Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Reclassified*			
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Reason for Proposed Reclassification
111.	Molson-Jackson, June	11379	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
112.	MONSEGUE, JEMMA	19453	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
113.	Montalvo, Maria Elena	10801	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
114.	Moon, Frances G.	25308	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
115.	NABOZNY, WALTER V	21794	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
116.	NDAMUKONG, RHODA P	18965	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
117.	NEAL, KENYAL	19679	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
118.	NEISZ, JAMES	11940	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
119.	Noga, Gwain John	18546	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
120.	Nowakowski, Helen M.	22789	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
121.	Patel, Parimal	19959	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
122.	PAYUMO, MARLON	14030	Security referenced as "services performed," without reference to liens or other applicable security interests relating to such service(s)
123.	PERRY, SANDRA	17622	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
124.	Plump Engineering, Inc.	4760	Security referenced as "services performed," without reference to liens or other applicable security interests relating to such service(s)
125.	POWELL, JOYCE K.V	15391	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)
126.	Quinn, Joseph	16620	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)
127.	RAIN OF LAS VEGAS	12484	The asserted claim was filed by customer of the Debtors without reference to applicable warranties, protection agreements, or similar agreements that may give rise to secured claim(s)
128.	Ratz, Mary Caroline	22720	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
129.	RICHARDSON, BERNICE A	22799	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
130.	RIVERS, STANLEY	18801	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
131.	ROBERTSON, CLEVE	12191	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
132.	Rodriguez Cruz, Anibal	18713	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)

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**Debtors' Thirty-First Omnibus Objection to Claims
Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Reclassified*			
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Reason for Proposed Reclassification
133.	Roman, Edith	9156	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)
134.	ROMIOUS, DWAYNE	14230	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
135.	Safety-Kleen/Clean Harbors	4488	Security referenced as "services performed," without reference to liens or other applicable security interests relating to such service(s)
136.	Sanchez, Rafael	15699	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)
137.	Sanchez, Ronnie R.	2444	The asserted claim was filed by customer of the Debtors without reference to applicable warranties, protection agreements, or similar agreements that may give rise to secured claim(s)
138.	SANITARY TRASHMOVAL SERVICES INC	6100	Security referenced as "services performed," without reference to liens or other applicable security interests relating to such service(s)
139.	Santiago, Luciano Pagan	23073	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
140.	Santos, Maria Lusia	20423	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
141.	SCALES, JAMES	13814	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
142.	Scheidell, Richard Lee	21009	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
143.	Schultheis, Brett	15866	The asserted claim was filed by customer of the Debtors without reference to applicable warranties, protection agreements, or similar agreements that may give rise to secured claim(s)
144.	Schweikert, Emil P	23070	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
145.	Sears Corporation	25868	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
146.	Select Jewelry Inc	12024	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
147.	Shittabey, Rafat	10601	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
148.	Sierra-Santos, Jamie	18013	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)
149.	SMITH, ANTOINETTE	18938	The asserted claim was filed by customer of the Debtors without reference to applicable warranties, protection agreements, or similar agreements that may give rise to secured claim(s)
150.	SMITH, MAMIE	19449	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
151.	SMYTHE, JEANETTA	10833	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
152.	SOLOMON, ARTHUR R.	26413	The asserted claim was filed by customer of the Debtors without reference to applicable warranties, protection agreements, or similar agreements that may give rise to secured claim(s)
153.	Sooy, Richard	10755	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
154.	Standish, Joann	19020	No security referenced in the Proof of Claim, and no support for security interest otherwise provided

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Thirty-First Omnibus Objection to Claims
Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Reclassified*			
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Reason for Proposed Reclassification
155.	Stein, Kaylee Lynn	26411	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
156.	STEWART, LORI	10198	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
157.	Stubbs, Mary	11967	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
158.	Talbert, Donna	11325	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
159.	The Townsley Law Firm	7432	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)
160.	Tootell-Quevedo, Christien	4345	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
161.	Toro Rodriguez, Emily	18337	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)
162.	Transportation Commodities Inc	5285	Security referenced as "services performed," without reference to liens or other applicable security interests relating to such service(s)
163.	TRAVIS, ANITA G	17803	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
164.	U.S. Bank Equipment Finance	20527	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
165.	Vazquez Murillo, Maricela	18775	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
166.	Ventura, Bernadine	11686	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
167.	VLADO, ERICA	10695	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
168.	Waterford Twp Dept Of Public Works	6773	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
169.	WEHRS, ROBERT	20883	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
170.	WILBANKS, LASONIA	11036	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
171.	Wilson, Tommy	6132	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
172.	WOODARD, CEDRIC	19233	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
173.	Woods, Wesley	9079	No security referenced in the Proof of Claim, and no support for security interest otherwise provided

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Exhibit B

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11
	:
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	: Case No. 18-23538 (RDD)
	:
Debtors. ¹	: (Jointly Administered)
-----X	

**ORDER GRANTING DEBTORS' THIRTY-FIRST OMNIBUS
OBJECTION TO PROOFS OF CLAIM (RECLASSIFY SECURED CLAIMS)**

Upon the *Debtors' Thirty-First Omnibus Objection to Proofs of Claim (Reclassify Secured Claims)*, filed on July 16, 2021 (the “**Objection**”),² of Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), pursuant to section 502 under title 11 of the United States Code (the “**Bankruptcy Code**”), and Rule 3007 of the Federal Rules of Bankruptcy Procedures (the “**Bankruptcy Rules**”), all as more fully set forth in the Objection; and the Bankruptcy Court having jurisdiction to consider the Objection and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and consideration of the Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019

² Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Objection.

before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the relief requested in the Objection having been provided, and it appearing that no other or further notice need be provided in accordance with the Amended Case Management Order; and such notice having been adequate and appropriate under the circumstances, and it appearing that other or further notice need be provided; and the Bankruptcy Court having held a hearing to consider the relief requested in the Objection on _____ (the “**Hearing**”); and upon the record of the Hearing, and upon all of the proceedings had before the Bankruptcy Court; and the Bankruptcy Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Objection is granted to the extent set forth herein.
2. Pursuant to section 502 of the Bankruptcy Code and Bankruptcy Rule 3007, each asserted secured claim associated with the Proofs of Claim listed on **Exhibit 1** annexed hereto (collectively, the “**Disputed Claims**”) is reclassified in its entirety to a general unsecured claim.
3. This Order shall not be deemed to waive, impair, release, or effect on any claims, causes of action the Debtors may hold against the Claimants, including but not limited to, claims under chapter 5 of the Bankruptcy Code, and all claims and causes of action against such Claimants shall be expressly preserved.
4. Nothing in this Order or in the Objection (i) constitutes any finding or determination concerning the identification of the agreements that were assumed and assigned to Transform Holdco LLC or any of its affiliates (collectively, “**Transform**”) or the liabilities, if any, associated therewith, or (ii) imposes any obligation on Transform to satisfy any of the Disputed Claims listed on Exhibit A hereto, as to which all of Transform’s rights and defenses are expressly reserved.

5. The Debtors, the Debtors' claims and noticing agent, Prime Clerk, and the Clerk of this Bankruptcy Court are authorized to take all actions necessary or appropriate to give effect to this Order.

6. The terms and conditions of this Order are effective immediately upon entry.

Dated: _____, 2021
White Plains, New York

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Disputed Claims

**Debtors' Thirty-First Omnibus Objection to Claims
Exhibit 1 - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Reclassified*			
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Reason for Proposed Reclassification
1.	ALAMENE, HERMON	13624	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
2.	AMERICAN PRIDE MECHANICAL INC	12336	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
3.	AMMONS, ERMA	22328	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
4.	Arris, Lataarchau	9051	The asserted claim was filed by customer of the Debtors without reference to applicable warranties, protection agreements, or similar agreements that may give rise to secured claim(s)
5.	Asselin, Kenneth	21167	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
6.	AUTRY, WALLACE DALTON	23087	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
7.	BAKER, ANITA	9646	Security referenced as "services performed," without reference to liens or other applicable security interests relating to such service(s)
8.	Baldwin, Raymond L	25615	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
9.	BASS, HERBERT	9539	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)
10.	BEDWELL, BRYAN	11413	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
11.	Bedwell, Melissa	10748	The asserted claim was filed by customer of the Debtors without reference to applicable warranties, protection agreements, or similar agreements that may give rise to secured claim(s)
12.	BELL, JAMES	11116	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
13.	BELLISSIMO, VINCENT	22790	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
14.	BENN, JENNIFER L	11344	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
15.	BOOKHART, SYLVIA	18132	The asserted claim was filed by customer of the Debtors without reference to applicable warranties, protection agreements, or similar agreements that may give rise to secured claim(s)
16.	Bradford L. Murphy Traditional IRA	9788	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
17.	Braintree Electric Light Department	12085	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
18.	Browning, Ronald K.	9092	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
19.	Byrd, Geraldine	21059	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
20.	BYRD, GERALDINE	23051	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
21.	Calonder, Sagrario	23581	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
22.	Campbell, Ralph B.	22258	No security referenced in the Proof of Claim, and no support for security interest otherwise provided

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Thirty-First Omnibus Objection to Claims
Exhibit 1 - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Reclassified*			
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Reason for Proposed Reclassification
23.	CASTRO, EVELYN	19784	The asserted claim was filed by customer of the Debtors without reference to applicable warranties, protection agreements, or similar agreements that may give rise to secured claim(s)
24.	Chhuon, Vandy K.	8852	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
25.	Chugach Electric Association, Inc.	6523	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
26.	City of Elyria - Elyria Public Utilities	14697	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
27.	CLEMENDORE, JENNIFER	14037	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
28.	COLE, JACQUELINE	18593	The asserted claim was filed by customer of the Debtors without reference to applicable warranties, protection agreements, or similar agreements that may give rise to secured claim(s)
29.	COLON, REYNA	18874	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
30.	Comercializadora De Calzado El Maraton S.A De C.V.	5770	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
31.	CONTEC MEDICAL SYSTEMS USA INC	7018	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
32.	Copart Inc.	26397	Security referenced as "services performed," without reference to liens or other applicable security interests relating to such service(s)
33.	Correa, Ma Delaluz	19308	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
34.	Dagnachew, Yeayneabeba	19491	Security referenced as "services performed," without reference to liens or other applicable security interests relating to such service(s)
35.	Daugherty, Jack A	25330	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
36.	Davis, Juanita	24517	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
37.	Davis, Ronald and Pamela	13419	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
38.	De Jesus, Norma	18708	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)
39.	DEAL, ROBERT LEROY	24473	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
40.	DIERNA, DOLFINA	19334	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
41.	Dixon, Dee	16032	Security referenced as "services performed," without reference to liens or other applicable security interests relating to such service(s)
42.	DOLEZAL, FRANKLIN JAMES	25180	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
43.	Dora Brown wife of Donald E. Brown	23127	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
44.	DRAKE, ELARGE	10850	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)

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**Debtors' Thirty-First Omnibus Objection to Claims
Exhibit 1 - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Reclassified*			
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Reason for Proposed Reclassification
45.	DRELICK, JUDITH A.	24829	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
46.	Dumas, Patricia	14028	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)
47.	Durkin, Mary Anne	22878	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
48.	E & M CHAINSAW SALES AND SERVICE	10465	Security referenced as "services performed," without reference to liens or other applicable security interests relating to such service(s)
49.	Edmondson, John E.	23986	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
50.	Elqishawi, Abeer	20045	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
51.	EXTERIORS BY DESIGN, INC. DBA CALIFORNIA COMMERCIAL ROOFING SYSTEMS	9832	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
52.	Fago, Stella	24814	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
53.	FENSTER, BONNIE	18783	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
54.	Fenster, Bonnie	16120	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
55.	Finley, Linzie	25176	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
56.	Flores Quinonez, Luz	18705	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)
57.	Florida Keys Electric Coop Assoc Inc	5835	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
58.	Franks, Irene	19398	Security referenced as "services performed," without reference to liens or other applicable security interests relating to such service(s)
59.	Garland, Kathryn J.	23061	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
60.	GARRISON, SUZANNE	14836	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
61.	GELB, RONALD	22350	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
62.	Gerth, Arthur E.	24053	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
63.	GODBOLD, JOHNNIE L	15034	Security referenced as "services performed," without reference to liens or other applicable security interests relating to such service(s)
64.	GOINES, LESHON	19467	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
65.	GOLUCK, LOUIS	21110	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
66.	GRACY, LIGHTFORD	11311	The asserted claim was filed by customer of the Debtors without reference to applicable warranties, protection agreements, or similar agreements that may give rise to secured claim(s)

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**Debtors' Thirty-First Omnibus Objection to Claims
Exhibit 1 - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Reclassified*			
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Reason for Proposed Reclassification
67.	GRAHAM, RAYMOND	12609	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
68.	GREEN DOT CORPORATION	18395	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
69.	GROSS, GERALDINE	14035	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
70.	Gurleroglu, Mustafa	10226	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
71.	GUTHRIE, MOLLIE D	19651	Security referenced as "services performed," without reference to liens or other applicable security interests relating to such service(s)
72.	Hain Capital Investors Master Fund, Ltd as Transferee of Reunited, LLC	7909	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
73.	HALEY, RUTHIE	16977	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
74.	HALL, ROBERT C	24314	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
75.	HAMMOND, BETTY	16970	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
76.	Harling, Brelan J.	14508	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
77.	Harris, Eddie D.	23065	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
78.	Hawkins, Leon J	24433	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
79.	Herbert, Latonya	16369	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
80.	Higgins, William W.	26181	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
81.	Hofmann, Jr., Adolf H.	21206	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
82.	HOLLEY, JR., CHARLES E.	21598	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
83.	Iberia Foods Duns#392498	5177	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
84.	Johnson County Treasurer	20062	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
85.	JOHNSON, JEAN	18837	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
86.	Johnson, Martha Nell	23848	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
87.	JONES, LAFAYE	18875	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
88.	Jordan, Jr., Kent Edward	20388	No security referenced in the Proof of Claim, and no support for security interest otherwise provided

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**Debtors' Thirty-First Omnibus Objection to Claims
Exhibit 1 - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Reclassified*			
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Reason for Proposed Reclassification
89.	Jurzec, Joseph	12498	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)
90.	Kevin W Fuller	10003	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
91.	King, Amos E	9435	Security referenced as "services performed," without reference to liens or other applicable security interests relating to such service(s)
92.	Kingdom Seekers Inc.	26367	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)
93.	KYLE, VERNOLA	14957	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)
94.	Lanier, Patricia Ann Sholar	22525	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
95.	LEACH, DARLENE	11946	The asserted claim was filed by customer of the Debtors without reference to applicable warranties, protection agreements, or similar agreements that may give rise to secured claim(s)
96.	Liberty Mutual Claim #038459860	11877	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)
97.	LINDBLOOM, JENNIFER	11895	Security referenced as "services performed," without reference to liens or other applicable security interests relating to such service(s)
98.	LINDE, LUANNE	20261	The asserted claim was filed by customer of the Debtors without reference to applicable warranties, protection agreements, or similar agreements that may give rise to secured claim(s)
99.	Long, Shirley F	8780	The asserted claim was filed by customer of the Debtors without reference to applicable warranties, protection agreements, or similar agreements that may give rise to secured claim(s)
100.	Love, Tyrone	15951	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
101.	LOY, SUSAN	13207	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
102.	Lynch, Sabrina	16116	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
103.	MACHADO, RICARDO	18797	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
104.	MAIN, VERLA	25524	Security referenced as "services performed," without reference to liens or other applicable security interests relating to such service(s)
105.	Mantle, Christina Lin	18564	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
106.	MARY GORE	19367	The asserted claim was filed by customer of the Debtors without reference to applicable warranties, protection agreements, or similar agreements that may give rise to secured claim(s)
107.	Massy, Margaret	21028	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
108.	MENDOZA, DANIEL	12670	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
109.	Minor, Artemis	16403	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
110.	Mitchell, William L.	25895	No security referenced in the Proof of Claim, and no support for security interest otherwise provided

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**Debtors' Thirty-First Omnibus Objection to Claims
Exhibit 1 - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Reclassified*			
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Reason for Proposed Reclassification
111.	Molson-Jackson, June	11379	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
112.	MONSEGUE, JEMMA	19453	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
113.	Montalvo, Maria Elena	10801	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
114.	Moon, Frances G.	25308	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
115.	NABOZNY, WALTER V	21794	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
116.	NDAMUKONG, RHODA P	18965	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
117.	NEAL, KENYAL	19679	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
118.	NEISZ, JAMES	11940	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
119.	Noga, Gwain John	18546	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
120.	Nowakowski, Helen M.	22789	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
121.	Patel, Parimal	19959	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
122.	PAYUMO, MARLON	14030	Security referenced as "services performed," without reference to liens or other applicable security interests relating to such service(s)
123.	PERRY, SANDRA	17622	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
124.	Plump Engineering, Inc.	4760	Security referenced as "services performed," without reference to liens or other applicable security interests relating to such service(s)
125.	POWELL, JOYCE K.V	15391	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)
126.	Quinn, Joseph	16620	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)
127.	RAIN OF LAS VEGAS	12484	The asserted claim was filed by customer of the Debtors without reference to applicable warranties, protection agreements, or similar agreements that may give rise to secured claim(s)
128.	Ratz, Mary Caroline	22720	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
129.	RICHARDSON, BERNICE A	22799	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
130.	RIVERS, STANLEY	18801	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
131.	ROBERTSON, CLEVE	12191	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
132.	Rodriguez Cruz, Anibal	18713	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)

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**Debtors' Thirty-First Omnibus Objection to Claims
Exhibit 1 - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Reclassified*			
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Reason for Proposed Reclassification
133.	Roman, Edith	9156	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)
134.	ROMIOUS, DWAYNE	14230	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
135.	Safety-Kleen/Clean Harbors	4488	Security referenced as "services performed," without reference to liens or other applicable security interests relating to such service(s)
136.	Sanchez, Rafael	15699	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)
137.	Sanchez, Ronnie R.	2444	The asserted claim was filed by customer of the Debtors without reference to applicable warranties, protection agreements, or similar agreements that may give rise to secured claim(s)
138.	SANITARY TRASHMOVAL SERVICES INC	6100	Security referenced as "services performed," without reference to liens or other applicable security interests relating to such service(s)
139.	Santiago, Luciano Pagan	23073	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
140.	Santos, Maria Lusia	20423	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
141.	SCALES, JAMES	13814	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
142.	Scheidell, Richard Lee	21009	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
143.	Schultheis, Brett	15866	The asserted claim was filed by customer of the Debtors without reference to applicable warranties, protection agreements, or similar agreements that may give rise to secured claim(s)
144.	Schweikert, Emil P	23070	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
145.	Sears Corporation	25868	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
146.	Select Jewelry Inc	12024	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
147.	Shittabey, Rafat	10601	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
148.	Sierra-Santos, Jamie	18013	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)
149.	SMITH, ANTOINETTE	18938	The asserted claim was filed by customer of the Debtors without reference to applicable warranties, protection agreements, or similar agreements that may give rise to secured claim(s)
150.	SMITH, MAMIE	19449	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
151.	SMYTHE, JEANETTA	10833	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
152.	SOLOMON, ARTHUR R.	26413	The asserted claim was filed by customer of the Debtors without reference to applicable warranties, protection agreements, or similar agreements that may give rise to secured claim(s)
153.	Sooy, Richard	10755	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
154.	Standish, Joann	19020	No security referenced in the Proof of Claim, and no support for security interest otherwise provided

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Thirty-First Omnibus Objection to Claims
Exhibit 1 - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Reclassified*			
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Reason for Proposed Reclassification
155.	Stein, Kaylee Lynn	26411	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
156.	STEWART, LORI	10198	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
157.	Stubbs, Mary	11967	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
158.	Talbert, Donna	11325	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
159.	The Townsley Law Firm	7432	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)
160.	Tootell-Quevedo, Christien	4345	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
161.	Toro Rodriguez, Emily	18337	Security referenced as "personal injury," without further reference to any security interest securing such claim(s)
162.	Transportation Commodities Inc	5285	Security referenced as "services performed," without reference to liens or other applicable security interests relating to such service(s)
163.	TRAVIS, ANITA G	17803	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
164.	U.S. Bank Equipment Finance	20527	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
165.	Vazquez Murillo, Maricela	18775	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
166.	Ventura, Bernadine	11686	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
167.	VLADO, ERICA	10695	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
168.	Waterford Twp Dept Of Public Works	6773	Security referenced as "goods sold," without reference to any consignment, scan-based-trading, or similar agreement, or UCC filings relating to such goods
169.	WEHRS, ROBERT	20883	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
170.	WILBANKS, LASONIA	11036	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
171.	Wilson, Tommy	6132	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
172.	WOODARD, CEDRIC	19233	No security referenced in the Proof of Claim, and no support for security interest otherwise provided
173.	Woods, Wesley	9079	No security referenced in the Proof of Claim, and no support for security interest otherwise provided

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.